

EXHIBIT Q
FORM OF ESTOPPEL CERTIFICATE

RECORDING REQUESTED BY AND
AFTER RECORDING RETURN TO:

BOEING REALTY CORPORATION
Douglas Park
P.O. Box 93005
Long Beach, California
Attn: _____

ESTOPPEL CERTIFICATE

[The City of Long Beach (the "City")][McDonnell Douglas Corporation ("Company")], hereby certifies as follows:

1. McDonnell Douglas Corporation ("Company") and City are parties to that certain Development Agreement dated as of _____ (the "Development Agreement").
2. [Pursuant to that certain Assignment And Assumption Agreement dated _____, (the "Assignment And Assumption Agreement") Company assigned to _____ ("Developer") certain rights under the Development Agreement affecting portion of that area commonly known as Douglas Park, as more particularly described in the Assignment And Assumption Agreement.]
3. The Development Agreement has been fully executed, and, as of the date of this Estoppel Certificate, is in full force and effect and has not been modified or amended. [Pursuant to that certain Amendment dated _____, the Development Agreement has been modified to _____].
4. To the best knowledge of the undersigned, all conditions and agreements to be satisfied or performed by the [Company][Developer][City] under the Development Agreement on or before the date of this certificate have been satisfied or performed.
5. There are no known current uncured defaults under the Development Agreement [other than dates and nature of any such known defaults] and, as of the date of this Estoppel Certificate, there are no defenses, set-offs, recoupments or counterclaims against the enforcement of the Development Agreement by the undersigned.
6. This Estoppel Certificate is provided for the benefit of identify third party. It may not be relied upon by any other person or entity for any purpose without separate written authorization from the undersigned.

IN WITNESS WHEREOF, this Certificate is hereby executed by a duly authorized officer of [the City][Company] [Developer] as of [_____, ____].

[CITY OF LONG BEACH, a charter
city][COMPANY] [DEVELOPER]

By: _____

Name: _____

Title: _____